

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Polaris Operating, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 32-0539852

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

5944 Luther Lane, Suite 400
Dallas, TX 75225

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Dallas

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) polarisoperating.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

- ☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	Polaris Operating, LLC	Case number (if known) _____
	Name	
	<input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input type="checkbox"/> \$100,000,001 - \$500 million
		<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 28, 2023**
MM / DD / YYYY**X /s/ Christopher Czuppon**
Signature of authorized representative of debtor

Title **Chief Executive Officer****Christopher Czuppon**
Printed name**18. Signature of attorney** **X /s/ Christopher Adams**
Signature of attorney for debtorDate **July 28, 2023**
MM / DD / YYYY**Christopher Adams**
Printed name**Okin Adams Bartlett Curry LLP**
Firm name**1113 Vine St., Suite 240**
Houston, TX 77002
Number, Street, City, State & ZIP CodeContact phone **(713) 228-4100** Email address **info@okinadams.com****24009857 TX**
Bar number and State

Debtor **Polaris Operating, LLC** Case number (if known) _____
 Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	CCCB Energy Partners, LLC		Relationship to you
District	Southern District of Texas	When 7/28/23	Case number, if known
Debtor	Cottonwood Gas Gathering, LLC		Relationship to you
District	Southern District of Texas	When 7/28/23	Case number, if known
Debtor	NAP I, LLC		Relationship to you
District	Southern District of Texas	When 7/28/23	Case number, if known

Wholly-owned Parent Company

Affiliate

Affiliate

Fill in this information to identify the case:Debtor name Polaris Operating, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 28, 2023**X** /s/ Christopher Czuppon

Signature of individual signing on behalf of debtor

Christopher Czuppon

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Polaris Operating, LLC**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
State Comptroller Comptroller of Public P.O. Box 149358 Austin, TX 78714-9358	Attn: Bankruptcy Dept. 512-463-4511 ptad.cpa@cpa.texas.gov	Tax				\$543,038.87
Nova Compression, LLC PO Box 773245 Chicago, IL 60677-3245	Nic Rogers, CFO 405-476-4642 nrogers@nova-compression.com	Trade Debt				\$342,272.77
QUEST DRILLING COMPANY, LLC 8621 E 21st N STE 120 WICHITA, KS 67206	Cooper Sanders 316-259-2402 csanders@questdrill.com	Trade Debt				\$319,397.50
MOORE COUNTY TAX ASSESSOR - COLLECTOR PO BOX 616 DUMAS, TX 79029-0616	Attn: Chris Rivera 806-935-2175 taxoffice@moore-tx.com	Tax				\$315,790.93
Murfin Drilling Company Inc. DBA WW Dril 675 S. 13th St. WaKenney, KS 67672	William Murfin 316-258-8888 wmurfin@murfininc.com	Trade Debt				\$306,330.15
Hunton Andrews Kurth LLP PO Box 405759 Atlanta, GA 30384-5759	Neil Kelly 713-220-4198 Neilkelly@andrewskurth.com	Legal Services				\$288,639.20
Quasar Energy Services, Inc. 3288 FM 51 Gainesville, TX 76240	Howard Worley 405-519-6895 Howard.worley@qeserve.com	Trade Debt				\$251,062.52

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Carol Ann Crowe Life Tenant Tracey L. Jackson 2162 Kessler Court Dallas, TX 75208	Carol Ann Crowe 469-855-7735 carolcrowe@mac.com	Royalty Interest				\$224,941.81
DJ'S Well Service & Roustabout, Inc. PO Box 1160 Borger, TX 79008-1160	Wesley Nolan 806-273-2667 wnolen@snwoperating.com	Trade Debt				\$180,591.81
DJ's Pump & Supply, LLC PO BOX 1130 BORGER, TX 79008	Wesley Nolan 806-273-2667 wnolen@snwoperating.com	Trade Debt				\$140,197.77
Curtis Service Company P.O. Box 1800 Pampa, TX 79066-1800	Andrew Curtis 806-663-2436 acurtis@expc.com	Trade Debt				\$139,674.79
Roberts County Tax Assessor-Collector PO Box 458 Miami, TX 79059	Hether Williams 806-868-4019	Tax				\$131,929.97
TRIANGLE WELL SERVICING CO PO BOX 1159 PAMPA, TX 79066	Jerry Carrillo 806-665-8459 carrillo.j.trianglewell@gmail.com	Trade Debt				\$117,349.18
Presidio Finance LLC 500 W. 7th Street Suite 1500 Fort Worth, TX 76102	Heather Reyff 817-507-8712 hreyff@presidiopetroleum.com	Working Interest				\$112,039.45
Perfex Chemical Solutions LLC PO Box 933 1050 N Price Rd Pampa, TX 79065	Cody Williams 405-301-7713 cwilliams@perfexservices.com	Trade Debt				\$109,478.10
PANHANDLE LINE SERVICE, INC. P.O. BOX 708 Borger, TX 79008-0708	Leslie Durham 806-273-3112 leslie@northtexaselectric.com	Trade Debt				\$103,963.07
Carter Family Revocable Trust 47 Headquarters Trail Santa Fe, NM 87506-9503	Patrick Carter 505-983-2300 pattycarter.sf@gmail.com	Royalty Interest				\$100,104.53

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
PEC Minerals, LP 8111 Westchester Drive Suite 900 Dallas, TX 75225	Attn: Owner Relations 972-392-6110	Royalty Interest				\$97,020.73
MIDWEST COMPRESSOR SYSTEMS LLC PO BOX 9668 Department 2621 Conway, AR 72033	David Abshire 806-669-3427 dabshire@mwcsys.com	Trade Debt				\$85,583.11
Pickford Investments, LLC 1437 S. Boulder Suite 160 Tulsa, OK 74119	Garry Smith 918.625.1637 gsmith@adamsaff.com	Working Interest				\$74,394.81
Western Hot Oil Service, Inc. PO Box 1107 Perryton, TX 79070-0000	Denise Roberson 806-435-5308 droberson@westernhotoil.com	Trade Debt				\$67,943.41
XCEL Energy PO Box 9477 Minneapolis, MN 55484-9477	Attn: Accounts Receivable 800-895-4999	Trade Debt				\$67,872.93
Bentley Dirt Services Inc. PO Box 1040 Stinnett, TX 79083	Ben Bentley 806-878-3484 ben@bentleydirt.com	Trade Debt				\$63,947.50
Altamira-US, LLC 525 Central Park Drive Suite 500 Oklahoma City, OK 73105	Colby Lowrie 979-373-8897 colby.lowrie@altamira-us.com	Trade Debt				\$62,027.06
N5 Wireline Service, LLC PO Box 836 Perryton, TX 79070	Chris Najara 806-202-2145 chrisn5@n5wirelineservice.com	Trade Debt				\$60,640.70
Corlena Oil Company 619 S. Tyler Suite 210 Amarillo, TX 79101	Raymond Lea (806) 372-5044 ext. 106 raymond@corlena.com	Working Interest				\$59,758.25
John Floyd Earth Moving, LLC PO Box 381 Booker, TX 79005	John Floyd 806-658-4756 johnfloydearthmoving@yahoo.com	Trade Debt				\$59,658.75
PakEnergy, LLC PO Box 621022 Dallas, TX 75262-1022	Santosh Nanda 833-725-0725	Trade Debt				\$59,008.60

Debtor **Polaris Operating, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jack Oldham Oil, Inc. PO Box 571 Dumas, TX 79029	Shannon Bynum 806-935-2104 shannon@jackoldhamoil.org	Trade Debt				\$56,872.38
Travis & Kylee Chester 1100 Quarter Horse Road Miami, TX 79059	Travis Chester 806-664-1228 tktrucking@gmail.com	Working Interest				\$56,715.08

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Polaris Operating, LLC, <i>et al.</i>, Debtors.¹	§ § § § § §	Case No. 23-_____ Chapter 11 (Joint Administration Requested)
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CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest.

Shareholder	Approximate Percentage of Shares Held
CCCB Energy Partners, LLC	100%

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: CCCB Energy Partners, LLC (5918); Polaris Operating, LLC (9852); NAP I, LLC (6767); and Cottonwood Gas Gathering, LLC (8983). The Debtors' service address is: 5944 Luther Lane, Suite 400, Dallas, TX 75225.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Polaris Operating, LLC, <i>et al.</i>, Debtors.¹	§ § § § § §	Case No. 23-_____ Chapter 11 (Joint Administration Requested)
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LIST OF EQUITY SECURITY HOLDERS²

Equity Holder	Address of Equity Holder	Percentage of Equity Held
CCCB Energy Partners, LLC	5944 Luther Lane, Suite 603 Dallas, TX 75225	100%

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: CCCB Energy Partners, LLC (5918); Polaris Operating, LLC (9852); NAP I, LLC (6767); and Cottonwood Gas Gathering, LLC (8983). The Debtors' service address is: 5944 Luther Lane, Suite 400, Dallas, TX 75225.

² This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of this chapter 11 case.

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS
OF POLARIS OPERATING, LLC**

The undersigned, constituting the sole Managing Member (the “Managing Member”) of Polaris Operating, LLC, a Texas limited liability company (the “Company”), in lieu of a meeting of the Members, for which notice is hereby waived, and acting pursuant to the Texas Business Organizations Code, as amended (the “TBOC”), and Section 9 of the Company’s Limited Liability Company Agreement, effective August 7, 2017, as may be amended or in effect (the “Company Agreement”), do hereby approve and consent to the adoption of, and hereby ratify, the resolutions attached hereto as Exhibit A, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Managing Member at duly convened meeting held for such purpose.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent as of the 25th day of July, 2023.

CCCB Energy Partners, LLC

By: _____

Name: Christopher T. Czuppon

Title: Chief Executive Officer

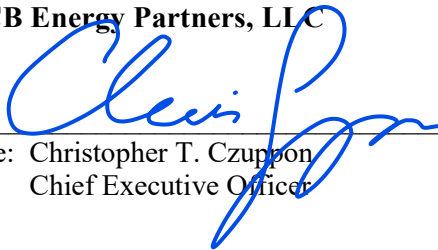


EXHIBIT A

RESOLUTIONS OF THE MANAGING MEMBER OF POLARIS OPERATING, LLC

WHEREAS, the Managing Member of Polaris Operating, LLC, a Texas limited liability company, has reviewed the materials presented by the management of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the business of the Company and its subsidiaries and affiliates;

WHEREAS, the Managing Member has had the opportunity to consult with management of the Company and advisors and fully consider each of the strategic alternatives available to the Company and its subsidiaries and affiliates;

WHEREAS, the Managing Member has deemed it advisable and in the best interests of the Company, its creditors, members, and other interested parties, that the Company and certain of its affiliates, including (i) NAP I, LLC; (ii) CCCB Energy Partners, LLC; and (iii) Cottonwood Gas Gathering, LLC (collectively, the “Affiliates” and together with the Company, the “Debtors”), file voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”) for the purpose of restructuring Company’s business affairs; and

WHEREAS, Article IX of that certain Limited Liability Company Agreement of Polaris Operating, LLC (the “Company Agreement”), authorizes the Managing Member, to take any action required or permitted by law or the Company Agreement.

NOW THEREFORE, BE IT:

Chapter 11 Filings

RESOLVED, that the Managing Member has determined that it is desirable and in the best interests of the Company, its equity holders, its creditors as a whole, and other parties in interest, that the Company and its Affiliates file voluntary petitions for relief (the “Petitions”) and commence cases (the “Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”); and further

RESOLVED, that the Managing Member hereby authorizes, directs, empowers and appoints Christopher Czuppon as the Company’s representative (the “Authorized Representative”), acting in the name and on behalf of the Company and its Affiliates, to: (i) verify and execute the Petitions as well as all other ancillary documents, and to cause the Petitions to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petitions or ancillary documents; (ii) execute, verify, and file or cause to be filed all of the petitions, schedules, lists, motions, applications, and other papers or documents advisable, appropriate, convenient, desirable or necessary in connection with the foregoing; and (iii) to conduct the restructuring and execute all documents or papers necessary or desirable to effectuate the proposed restructuring; and further

RESOLVED, that the Members and the Board hereby authorize, direct, and empower Douglas J. Brickley as the Chief Restructuring Officer (the “CRO”) of the Company and its Affiliates, with all of the of the powers and authority expressly delegated to the CRO by the Authorized Representative, and to assist the Authorized Representative in carrying out his duties, as set out herein, in connection with the Chapter 11 Cases. Such duties of the CRO shall include, but not be limited to:

1. Assist the Authorized Representative to direct and confer with retained estate professionals, including but not limited to Debtors’ legal counsel, restructuring advisors, investment bankers and brokers;
2. Assist the Authorized Representative in communicating with creditors of the Debtors and meeting with representatives of such constituencies;
3. Assist the Authorized Representative with monitoring and managing the Debtors’ cash management, including bank accounts containing the Debtors’ funds;
4. Assist the Authorized Representative in negotiating the terms of any debtor-in-possession financing or agreement regarding the use of cash collateral;
5. Assist the Authorized Representative in negotiating any restructuring support agreements or plans of reorganization for the Debtors;
6. Assist the Authorized Representative in preparing and approving statements of financial affairs, schedules, first day motions and other regular motions and reports required by the Bankruptcy Court or which Debtors are otherwise obligated to prepare and provide;
7. Assist the Authorized Representative in retaining additional estate professionals as the Authorized Representative deems advisable in furtherance of the foregoing, subject to the requirements of the Bankruptcy Code and Bankruptcy Rules;
8. Assist the Authorized Representative in negotiating the terms of any proposed sale of the Debtors’ property; and,
9. Take any and all further action and/or perform such services as set forth in the CRO’s engagement agreement, as amended from time to time.

All such powers granted to the CRO above shall also be expressly retained by the Authorized Representative, and the CRO shall act only after consultation with the Authorized Representative and shall not act contrary to the direction of the Authorized Representative. The Authorized Representative may expand the CRO’s authority upon a showing of cause, court order or based upon his own discretion, without the need for further Company resolution(s) or action.

Retention of Professionals

RESOLVED, that the Managing Member hereby authorizes and directs the Authorized Representative, in the name and on behalf of the Company and its Affiliates, to employ any individual and/or firm as counsel, professionals, consultants or financial advisors to the Company or its Affiliates as the Authorized Representative may deem advisable, appropriate, convenient, desirable or necessary to represent and assist the Company or its Affiliates in carrying out their duties under the Bankruptcy Code and any other applicable law; and further

RESOLVED, that the Authorized Representative is authorized, directed, and empowered in the name of, and on behalf of the Company and its Affiliates, to employ Stout Risius Ross, LLC (“Stout”) as restructuring advisors to represent and assist the Company and its Affiliates in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company and its Affiliates; and in connection therewith, the Authorized Representative is authorized and directed, in the name and on behalf of the Company and its Affiliates, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petitions and to cause to be filed an appropriate application to retain the services of Stout; and further

RESOLVED, that the Authorized Representative is authorized, directed, and empowered in the name of, and on behalf of the Company and its Affiliates, to employ SP Securities, LLC (“SPS”) as investment banker to assist the Company in identifying, communicating, and negotiating with potential lenders, financiers, and other sources to recapitalize the Company, as more fully set forth in SP Securities, LLC’s engagement agreement; and in connection therewith, the Authorized Representative is authorized and directed, in the name and on behalf of the Company and its Affiliates, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petitions and to cause to be filed an appropriate application to retain the services of SPS; and further

RESOLVED, that the Authorized Representative is authorized, directed, and empowered in the name of, and on behalf of the Company and its Affiliates, to employ the law firm of Okin Adams Bartlett Curry LLP (“Okin Adams”) to represent the Company and its Affiliates as general bankruptcy counsel and to represent and assist the Company and its Affiliates in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company and its Affiliates, including the preparation of pleadings and filings in the Chapter 11 Cases; and in connection therewith, the Authorized Representative is authorized and directed, in the name and on behalf of the Company and its Affiliates, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petitions and to cause to be filed an appropriate application for authority to retain the services of Okin Adams; and further

RESOLVED, that the Authorized Representative is authorized, directed, and empowered in the name of, and on behalf of, the Company and its Affiliates, to employ the firm of Donlin, Recano & Company, Inc. (“DRC”) as notice, claims, and balloting agent to represent and assist the Company and its Affiliates in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company and its Affiliates; and in connection therewith, the Authorized Representative, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of DRC; and further

General Resolutions

RESOLVED, that in addition to the specific authorizations heretofore conferred and directed upon the Affiliates of the Company, each of the Affiliates and their respective officers, directors, managers, members, boards of directors or other agents are authorized and directed to take all actions necessary and appropriate to effectuate the foregoing resolutions, including, for the avoidance of doubt preparing the respective Petitions and filing the respective Chapter 11 Cases of the Affiliates; and further,

RESOLVED, that in addition to the specific authorizations heretofore conferred and directed, the Authorized Representative be, and hereby is, authorized and empowered, in the name of and behalf of the Company and its Affiliates, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each as in such Authorized Representative's judgment, shall be necessary, appropriate, desirable, or proper in order to fully carry out the intent and accomplish the purposes of these resolutions adopted herein; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company and its Affiliates, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed, and ratified as the true acts and deeds of the Company and its Affiliates with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by the Managing Member.

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